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CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
BWAC TEN, INC.

FILED

DEC 13 1988

BWAC Ten, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the amendment to the Corporation's Certificate of Incorporation set forth in the following resolution was approved by the unanimous written consent of the Board of Directors of the Corporation:

RESOLVED, that the First Article of the Corporation's Certificate of Incorporation be deleted in its entirety and replaced with the following:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is Transamerica Fleet Leasing Corporation.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment and said amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of the Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said BWAC Ten, Inc. has caused this Certificate to be signed by its Vice President and attested by its Assistant Secretary, this 9th day of December, 1988.

BWAC Ten, Inc.

By: *James F. White*  
Vice President

ATTEST:

By: *P. Hart*  
Assistant Secretary

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